
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

OPEN LENDING CORPORATION
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE
(Title of Class of Securities)

68373J104
(CUSIP Number)

Bregal Sagemount I, L.P.
Attention: Paul Bradshaw
Second Floor, Windward House
La Route de la Liberation
St. Helier, Jersey JE2 3BQ, Channel Islands
+44 1534 754 500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 6, 2021
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d 1(e), 240.13d 1(f) or 240.13d 1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)	
	Bregal Sagemount I, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Jersey	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 9,286,192
	8.	Shared Voting Power None
	9.	Sole Dispositive Power 9,286,192
	10.	Shared Dispositive Power None
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 9,286,192	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 7.4% †	
14.	Type of Reporting Person (See Instructions) PN	

† The percentage of class was calculated based on 126,190,351 shares of the Company's common stock, par value \$0.01 per share ("Common Stock"), outstanding following the closing of the offering (the "Offering") and stock repurchase (the "Stock Repurchase") transactions described in the Company's prospectus on Form 424B4 dated April 1, 2021 (the "Prospectus") filed with the Securities Exchange Commission on April 1, 2010, by Open Lending Corporation (the "Company"), as set forth in the Prospectus.

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)	
	Bregal North America General Partner Jersey Ltd	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Jersey	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 9,286,192
	8.	Shared Voting Power None
	9.	Sole Dispositive Power 9,286,192
	10.	Shared Dispositive Power None
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 9,286,192	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 7.4% †	
14.	Type of Reporting Person (See Instructions) CO	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)	
	Bregal Investments, Inc.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions)	
	AF, WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 9,286,192*
	8.	Shared Voting Power None
	9.	Sole Dispositive Power 9,286,192*
	10.	Shared Dispositive Power None
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 9,286,192*	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 7.4% †	
14.	Type of Reporting Person (See Instructions) IA	

* Consists of (i) 9,286,192 shares of Common Stock held by Bregal Sagemount I, L.P. ("**Bregal Sagemount**") and (ii) zero shares of Common Stock held by Bregal Investments, Inc. ("**Bregal Investments**").

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)	
	Gene Yoon	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions)	
	AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6.	Citizenship or Place of Organization	
	Citizen of the United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 9,286,192*
	8.	Shared Voting Power None
	9.	Sole Dispositive Power 9,286,192*
	10.	Shared Dispositive Power None
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 9,286,192*	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	
	<input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11)	
	7.4% †	
14.	Type of Reporting Person (See Instructions)	
	IN	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)	
	Blair Greenberg	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions)	
	AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6.	Citizenship or Place of Organization	
	Citizen of the United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power
		9,286,192*
	8.	Shared Voting Power
		None
	9.	Sole Dispositive Power
		9,286,192*
	10.	Shared Dispositive Power
		None
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	9,286,192*	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	
	<input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11)	
	7.4% †	
14.	Type of Reporting Person (See Instructions)	
	IN	

EXPLANATION.

This Amendment No. 2 to Schedule 13D ("**Amendment No. 2**") relates to shares of Common Stock (as defined below) of the Issuer (as defined below) and is being filed on behalf of the Reporting Person. This Amendment No. 2 amends and supplements the Amendment No. 1 previously filed with the Securities and Exchange Commission on December 14, 2020 ("**Amendment No. 1**"), and the initial Schedule 13D previously filed with the Securities and Exchange Commission by the Reporting Persons on October 30, 2020 (the "**Initial Schedule 13D**", together with Amendment No. 1 and this Amendment No. 2, the "**Schedule 13D**"), with respect to the shares of common stock, \$0.01 par value per share ("**Common Stock**"), of Open Lending Corporation (the "**Issuer**"). Except as specifically provided herein, this Amendment does not modify any of the information previously reported in the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION.

This Item 4 is hereby amended and supplemented with the addition of the following paragraphs immediately below.

On April 6, 2021, Bregal Sagemount and Bregal Investments sold in the Offering 313,997 and 1,735 shares of Common Stock, respectively, to the underwriters pursuant to the Underwriting Agreement dated April 1, 2021 (the "**Underwriting Agreement**") at a purchase price of \$34.00 per share, as described in the Prospectus. In addition, on the same date, Bregal Sagemount and Bregal Investments sold in the Stock Repurchase 5,305,840 and 25,481 shares, respectively, to the Company pursuant to the Stock Repurchase Agreement dated March 29, 2021 (the "**Stock Repurchase Agreement**") at the same \$34.00 per share purchase price as in the Offering, as described in the Prospectus.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company and the selling stockholders (including Bregal Sagemount and Bregal Investments), customary conditions to closing, indemnification obligations of the Company, the selling stockholders and the underwriters, including for liabilities under the Securities Act of 1933, as amended (the "**Securities Act**"), other obligations of the parties and termination provisions.

The Offering was made pursuant to the Company's registration statement (the "**Registration Statement**") on Form S-1 (Registration No. 333-254839), which was declared effective by the Securities and Exchange Commission on April 1, 2021, including the prospectus dated March 29, 2021 contained therein, the prospectus supplement dated April 1, 2021, and the Registration Statement on Form S-1 (Registration No. 333-254948), filed on April 1, 2021 pursuant to the Rule 462(b) of the Securities Act.

The Stock Repurchase Agreement contains customary representations, warranties and agreements by the Company and each of Bregal Sagemount and Bregal Investments.

The foregoing summary of the Underwriting Agreement and the Stock Repurchase Agreement in this Item 4 does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement and the Stock Repurchase Agreement, copies of which are filed as exhibits to this Amendment and are incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Only paragraphs (a) and (b) of this Item 5 are amended and restated as follows:

(a) and (b) As of April 6, 2021, Bregal Sagemount directly owned 9,286,192 shares of Common Stock, representing approximately 7.4% of the total outstanding shares of Common Stock calculated based on 126,190,351 shares outstanding following the closing of the Offering and Stock Repurchase transactions as of April 6, 2021, as set forth in the Prospectus.

As of April 6, 2021, Bregal North America, in its capacity as general partner of Bregal Sagemount, may be deemed to beneficially own the 9,286,192 shares of Common Stock owned directly by Bregal Sagemount.

As of April 6, 2021, Bregal Investments directly owned zero shares of Common Stock and, in its capacity as the registered investment advisor of Bregal Sagemount, may be deemed to beneficially own the Common Stock beneficially owned by Bregal Sagemount. As of April 6, 2021, the 9,286,192 shares of Common Stock that Bregal Investments may be deemed to beneficially own represented 7.4% of the total outstanding shares of Common Stock calculated based on 126,190,351 shares outstanding following the closing of the Offering and Stock Repurchase transactions as of April 6, 2021, as set forth in the Prospectus.

As of April 6, 2021, each of G. Yoon, in his capacity as managing director of Bregal Investments, and B. Greenberg, in his capacity as director of Bregal Investments, may be deemed to beneficially own the shares of Common Stock beneficially owned by Bregal Investments.

(c) The information set forth in Item 4 is hereby incorporated by reference into this Item 5(c).

(d) Not applicable.

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- 1 Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended
- 2 Underwriting Agreement, dated April 1, 2021, among the underwriters, the Company, and various sellers, including Bregal Sagemount I, L.P. and Bregal Investments, Inc. (incorporated herein by reference to Exhibit 1.1 to the Company's Form 8-K filed with the SEC on April 1, 2021)
- 3 Stock Repurchase Agreement, dated March 29, 2021, among the Company and various sellers, including Bregal Sagemount I, L.P. and Bregal Investments, Inc. (incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K filed with the SEC on April 1, 2021)

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: April 8, 2021

BREGAL SAGEMOUNT I, L.P.

By: Bregal North America General Partner Jersey Limited,
its General Partner

By: /s/ Paul Andrew Bradshaw
Paul Andrew Bradshaw, Director

BREGAL SAGEMOUNT I, L.P.

By: Bregal North America General Partner Jersey Limited,
its General Partner

By: /s/ Elena Dinamling Bubod
Elena Dinamling Bubod, Alternate Director

**BREGAL NORTH AMERICA GENERAL PARTNER
JERSEY LIMITED**

By: /s/ Paul Andrew Bradshaw
Paul Andrew Bradshaw, Director

**BREGAL NORTH AMERICA GENERAL PARTNER
JERSEY LIMITED**

By: /s/ Elena Dinamling Bubod
Elena Dinamling Bubod, Alternate Director

BREGAL INVESTMENTS, INC.

By: /s/ Michelle S. Riley
Michelle S. Riley, Secretary

BREGAL INVESTMENTS, INC.

By: /s/ Ronald Fishman
Ronald Fishman, Treasurer

GENE YOON

/s/ Gene Yoon

BLAIR GREENBERG

/s/ Blair Greenberg

EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended
2	Underwriting Agreement, dated April 1, 2021, among the underwriters, the Company, and various sellers, including Bregal Sagemount I, L.P. and Bregal Investments, Inc. (incorporated herein by reference to Exhibit 1.1 to the Company's Form 8-K filed with the SEC on April 1, 2021)
3	Stock Repurchase Agreement, dated March 29, 2021, among the Company and various sellers, including Bregal Sagemount I, L.P. and Bregal Investments, Inc. (incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K filed with the SEC on April 1, 2021)

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities and Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the shares of common stock of the Company and further agree that this joint filing agreement be included as an exhibit to this Schedule 13D. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement as of April 8, 2021.

BREGAL SAGEMOUNT I, L.P.

By: Bregal North America General Partner Jersey Limited,
its General Partner

By: /s/ Paul Andrew Bradshaw
Paul Andrew Bradshaw, Director

BREGAL SAGEMOUNT I, L.P.

By: Bregal North America General Partner Jersey Limited,
its General Partner

By: /s/ Elena Dinamling Bubod
Elena Dinamling Bubod, Alternate Director

**BREGAL NORTH AMERICA GENERAL PARTNER
JERSEY LIMITED**

By: /s/ Paul Andrew Bradshaw
Paul Andrew Bradshaw, Director

**BREGAL NORTH AMERICA GENERAL PARTNER
JERSEY LIMITED**

By: /s/ Elena Dinamling Bubod
Elena Dinamling Bubod, Alternate Director

BREGAL INVESTMENTS, INC.

By: /s/ Michelle S. Riley
Michelle S. Riley, Secretary

BREGAL INVESTMENTS, INC.

By: /s/ Ronald Fishman
Ronald Fishman, Treasurer

GENE YOON

/s/ Gene Yoon

BLAIR GREENBERG

/s/ Blair Greenberg